

October 14, 2022

VIA ECF

Hon. Edgardo Ramos
United States District Court for the Southern District of New York
40 Foley Square
New York, New York 10007

Re: *Camelot SI, LLC v. ThreeSixty Brands Group LLC et al.*, Case No.
1:21-cv-08232

Dear Judge Ramos:

The parties write jointly, pursuant to Your Honor's September 30, 2022 decision and order entered in the above-referenced matter (ECF No. 71), to provide the Court with the citizenship of the members of Camelot SI, LLC ("Camelot SI") and of Defendant MerchSource LLC, for purposes of analyzing whether the Court has subject matter jurisdiction based on diversity of citizenship. The full membership of both of these entities is set forth below.

As shown below, Camelot SI is a citizen of Florida, Arizona, Ohio, Michigan, Connecticut, South Dakota and Indiana for purposes of diversity jurisdiction, and Defendant/Counterclaim Plaintiff MerchSource LLC is a citizen of both Delaware and California for purposes of diversity jurisdiction. Since Defendant/Counterclaim Plaintiff ThreeSixty Brands Group LLC is a citizen of both Delaware and California for purposes of diversity jurisdiction¹, there is full diversity of citizenship between the parties. Moreover, the amount in controversy in this lawsuit exceeds the sum of \$75,000, exclusive of interest and costs. Accordingly, at the time the action was filed and at all times since, this Court has subject matter jurisdiction over this case based on diversity of citizenship pursuant to 28 U.S.C. § 1332.

¹The sole member of ThreeSixty Brands Group LLC is 360 Holdings III Corp. – a corporation organized under the laws of Delaware, with a principal place of business in California.



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I. *Members and Citizenship of Camelot SI*

<u>Member</u>	<u>Individual Member Residence, As Applicable</u>	<u>Trustee² Name and Location, As Applicable</u>	<u>Member Citizenship</u>
David Katzman Revocable Living Trust	Not applicable	David B. Katzman, Florida	Florida
David and Nancy Katzman Children's Trust	Not applicable	PandoTree Trust Company LLC, Arizona and Ohio ³	Arizona and Ohio
David Katzman 2009 Family Trust	Not applicable	PandoTree Trust Company LLC, Arizona and Florida (<i>see</i> fn. 3)	Arizona and Ohio
Pyett Family Trust	Not applicable	Nicholas and Karen Pyett, Residents of Michigan	Michigan

² The citizenship of a family trust is derived from the citizenship of its trustee. *Raymond Loubier Irrevocable Tr. v. Loubier*, 858 F.3d 719, 722 (2d Cir. 2017). All of the trusts identified in the membership and citizenship analysis for Camelot SI are family trusts.

³ PandoTree Trust Company LLC's sole member is Pando Holdings, LLC. Pando Holdings, LLC's members are TFO Phoenix, Inc. (a company incorporated in, and with its principal place of business in, Arizona) and TFO-TDC, LLC. TFO-TDC, LLC has two members: an LLC and an irrevocable trust. The trustee of the irrevocable trust is an individual citizen of Ohio. The LLC's sole member is an irrevocable trust. The trustee of the irrevocable trust is PandoTree Trust Company LLC. Because the third party trusts and individuals are unrelated to this litigation, the names of these individuals are omitted here but can be provided under separate cover if desired by the Court.



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<u>Member</u>	<u>Individual Member Residence, As Applicable</u>	<u>Trustee² Name and Location, As Applicable</u>	<u>Member Citizenship</u>
DBK Investments, LLC ⁴	Not applicable	Not applicable	Connecticut and South Dakota
Steve Cicurel	Michigan	Not applicable	Michigan
Jim McDonald	Indiana	Not applicable	Indiana
Jorey Chernett	Michigan	Not applicable	Michigan
Jonathan Lance Reese	Florida	Not applicable	Florida

II. *Members and Citizenship of MerchSource LLC*

The sole member of MerchSource, LLC is 360 Holdings III Corp. – a corporation organized under the laws of Delaware, with a principal place of business in California.

III. *Amendment of Camelot SI's Complaint*

The Court's September 30, 2022 order granted Camelot SI leave to file an amended pleading regarding Counts III and IV, but did not provide any deadline for doing so. Camelot SI

⁴ DBK Investments, LLC's sole member is David B. Katzman 2018 Irrevocable Trust. The trustee of David B. Katzman 2018 Irrevocable Trust is South Dakota Trust Company LLC. The sole member of South Dakota Trust Company LLC is an LLC with two members: an individual citizen of Connecticut and an individual citizen of South Dakota. Because the third party trusts and individuals are unrelated to this litigation, the names of these individuals are omitted here but can be provided under separate cover if desired by the Court.



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currently anticipates filing an amended complaint, and proposes to do so on or before October 21, 2022. Because an answer to the First Amended and Supplemented Complaint (“FASC”) (ECF No. 40) would otherwise be due on October 14, 2022, the parties have agreed and propose that, if Camelot SI does not file an amended complaint, ThreeSixty Brands Group, LLC will file a responsive pleading to the FASC within fourteen days after October 21, 2022. If Camelot SI files an amended complaint, the responsive pleading deadlines would flow from the new complaint filing.

Respectfully submitted,

/s/ Lauren M. Loew

Lauren M. Loew

*Counsel for Plaintiff/Counterclaim
Defendant*

Respectfully submitted,

/s/ Kyle B. Fleming

Kyle B. Fleming

*Counsel for
Defendants/Counterclaim Plaintiffs*

cc All counsel of record via ECF